



SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270-524, OMB Control No. 3235-0582]

Proposed Collection; Comment Request; Extension: Form N-PX

Upon Written Request, Copies Available From

Securities and Exchange Commission

Office of FOIA Services

100 F Street, NE

Washington, DC 20549-2736

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 et seq.) (“Paperwork Reduction Act”), the Securities and Exchange Commission (the “Commission”) is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget (“OMB”) for extension and approval.

On November 2, 2022, the Commission adopted rule and form amendments (“Amendments”) that would enhance the information funds report on Form N-PX and make that information easier to analyze.¹ The Commission also adopted a new rule that would require an institutional investment manager subject to section 13(f) of the Securities Exchange Act of 1934 (“Exchange Act”) to report annually on Form N-PX how it voted proxies relating to executive compensation matters, as required by section 14A of the Exchange Act. The Amendments require funds (and, for executive compensation matters, institutional investment managers) to (i) identify voting matters using language from the issuer’s form of proxy (with certain exceptions for issuers who are not subject to the Commission’s proxy rules) and categorize their votes from a list of categories; (ii) disclose quantitative information regarding the number of votes cast (or

¹ Enhanced Reporting of Proxy Votes by Registered Management Investment Companies; Reporting of Executive Compensation Votes by Institutional Investment Managers, Investment Company Release No. 34745 (November 2, 2022) [87 FR 78770 (Dec. 22, 2022)] (“Adopting Release”).

instructed to be cast) and the number of shares not voted because they are out on loan; and (iii) file reports in an XML structured data language using a standardized format. In addition, the Amendments included changes to Forms N-1A, N-2, and N-3 that require funds, if they have a website, to disclose that their proxy voting records are publicly available on or through their websites, free of charge, and to make this information available on or through its website as soon as reasonably practicable after filing a report on Form N-PX with the Commission.

The purpose of Form N-PX is to meet the filing and disclosure requirements of rules under the Act and also to enable funds to provide investors with information necessary to evaluate overall patterns in the manager's voting behavior. This information collection is primarily for the use and benefit of investors. The information filed with the Commission also permits the verification of compliance with securities law requirements and assures the public availability and dissemination of the information. Due to the Amendments, Form N-PX will also be used by institutional investment managers to meet the filing and disclosure requirements of section 14A under the Exchange Act.

The table below summarizes our estimates associated with the amendments to Form N-PX that the Amendments address:

FORM N-PX PRA ESTIMATES

[illegible]

| | | | | | |
|--|---------|----|---------------------|--------------------|---------------|
| Estimated annual burden of current Form N-PX per response | 0.17 | × | \$400 ³ | \$68 | |
| Additional estimated annual burden associated with amendments to Form N-PX | | | | | |
| Estimated number of annual responses ⁸ | × 2,588 | | | × 2,588 | |
| Total annual burden | 440 | | | \$176,005 | |
| Funds of Funds | | | | | |
| Estimated annual burden of current Form N-PX per response | 1 | × | \$400 ³ | \$400 | \$100 |
| Additional estimated annual burden associated with amendments to Form N-PX | 0.5 | × | \$400 ³ | \$200 | \$100 |
| Website availability requirement ⁶ | 0.5 | × | \$272 ⁶ | \$136 | |
| Estimated number of annual responses ⁸ | × 1,619 | | | × 1,619 | × 1,619 |
| Total annual burden | 3,238 | | | \$1,191,584 | \$323,800 |
| Institutional Investment Managers | | | | | |
| Changes to systems to accommodate new reporting requirements | 45 | 15 | × | \$349 ⁹ | \$5,235 \$500 |
| Estimated annual burden associated with Form N-PX filing requirement | 7.5 | × | \$343 ¹⁰ | \$2,573 | \$2,000 |
| Estimated number of annual responses | × 8,381 | | | × 8,381 | × 8,381 |
| Total annual burden | 188,572 | | | \$65,438,848 | \$20,952,500 |
| Total Burden | | | | | |
| Currently Approved Burden | 47,984 | | | | \$17,657,958 |
| Additional Burden Associated with Amendments | 332,757 | | | | \$18,483,484 |
| Total Burden | 380,741 | | | | \$36,141,445 |

Certain products and sums do not tie due to rounding.

1. Includes initial burden estimates amortized over a three-year period.
2. The Commission's estimates of the relevant wage rates are based on salary information for the securities industry compiled by the Securities Industry and Financial Markets Association's Office Salaries in the Securities Industry 2013. The estimated figures are modified by firm size, employee benefits, overhead, and adjusted annually to account for the effects of inflation, with the last adjustment before the adoption of the Amendments occurring in early 2022. See Securities Industry and Financial Markets Association, Report on Management & Professional Earnings in the Securities Industry 2013.
3. Represents the estimated hourly wage rate of a compliance attorney.
4. Represents the blended estimated hourly wage rates of a programmer and a compliance attorney and includes, *inter alia*, the costs of obtaining from service providers data on the number of shares on loan but not recalled. In the case of the final estimates, the blended hourly rate is based on 18 hours for a programmer at \$297 per hour and 18 hours for a compliance attorney at \$400 per hour.
5. Represents the blended estimated hourly wage rates of a programmer and a compliance attorney. In the case of the final estimates, the blended hourly rate is based on 6 hours for a programmer at \$297 per hour and 6 hours for a compliance attorney at \$400 per hour.
6. While the Amendments will require funds to disclose that their proxy voting records both are available on fund websites and will be delivered to investors upon request, the Form N-PX PRA estimates includes only the burdens associated with website posting. Funds' registration forms currently require them to disclose that they either make their proxy voting records available on their websites or deliver them upon request. We understand most funds deliver proxy voting records upon request and, therefore, the burdens of delivery upon request are already included in the information collection burdens of each relevant registration form.

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7. Represents the estimated hourly wage rate of a webmaster.
 8. These estimates are conducted for each fund portfolio, not for each filing, and are an average estimate across all Form N-PX reporting persons. In certain cases, a single Form N-PX filing will report the proxy voting records of multiple fund portfolios. In those circumstances, the reporting person will bear the burden associated with each fund portfolio it reported. This average estimate takes into account higher costs for funds filing reports for multiple portfolios without assuming any economies of scale that multiple-portfolio fund complexes may be able to achieve.
 9. Represents the blended estimated hourly wage rates of a programmer and a compliance attorney. In the case of the final estimates, the blended hourly rate is based on 22.5 hours for a programmer at \$297 per hour and 22.5 hours for a compliance attorney at \$400 per hour.
 10. Represents the blended estimated hourly wage rates of a programmer and a compliance attorney. In the case of the final estimates, the blended hourly rate is based on 3 hours for a programmer at \$297 per hour and 4.5 hours for a compliance attorney at \$400 per hour.

The table above summarizes our PRA initial and ongoing annual burden estimates associated with Form N-PX, as amended. In the aggregate, we estimate the total annual burden to comply with amended Form N-PX to be 380,741 hours, with an average external cost of \$36,141,445.

Compliance with Form N-PX is mandatory. Responses to the collection of information requirements will not be kept confidential.

The estimate of average burden hours is made solely for the purposes of the Paperwork Reduction Act and is not derived from a comprehensive or even a representative survey or study of the costs of Commission rules and forms. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

Written comments are invited on: (a) whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information shall have practical utility; (b) the accuracy of the Commission's estimate of the burden of the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted by **[INSERT DATE 60 DAYS AFTER DATE OF PUBLICATION IN THE FEDERAL REGISTER]**.

An agency may not conduct or sponsor, and a person is not required to respond to, a

collection of information under the PRA unless it displays a currently valid OMB control number.

Please direct your written comments to: David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o John Pezzullo, 100 F Street, NE Washington, DC 20549 or send an email to: PRA_Mailbox@sec.gov .

Dated: May 5, 2023.

J. Matthew DeLesDernier,

Deputy Secretary.

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